

# ***GREENBRIER*** ***LEASING COMPANY LLC***

Greenbrier Leasing Company LLC

One Centerpointe Drive Suite 200  
Lake Oswego Oregon 97035  
503 684 7000 Fax 503 684 7553

November 8, 2011

RECORDATION NO. 25611 A FILED

NOV 11 2011 -2 51 PM

## VIA FEDERAL EXPRESS

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are two (2) originals and three (3) photocopies of a Memorandum of Lease Agreement dated as of January 7, 2011 for Schedule No. 2 dated as of January 7, 2011, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177. Also enclosed is a check for \$41 payable to the order of the Surface Transportation Board covering the required recordation fee.

This document relates to the Lease Agreement dated as of March 23, 2005, which was duly filed and recorded on June 3, 2005 and assigned Recordation Number 25611.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Company LLC  
One Centerpointe Drive, Suite 200  
Lake Oswego, Oregon 97035

Lessee: Hudson Baylor Corporation  
237 Dupont Avenue  
Newburgh, NY 12551

A description of the railroad equipment covered by the enclosed document is:

Fifteen (15) 4,750 c.f. covered hopper railcars, marked and numbered within the series AOK 181357 to AOK 182028, as more particularly set forth in the schedule attached to the document.

Please return stamped copies of the enclosed document not needed for your files to the undersigned.

Section Chief  
Surface Transportation Board  
November 8, 2011  
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A short summary of the enclosed document to appear in the Board's Index is:

Memorandum of Lease Agreement dated as of January 7, 2011 for Schedule  
No. 2.

If you have any questions, please do not hesitate to call.

Sincerely,

A handwritten signature in black ink, appearing to read "Sheri Grether". The signature is fluid and cursive, with the first name "Sheri" and last name "Grether" clearly distinguishable.

Sheri Clarke Grether  
Senior Paralegal

SCG:ms  
Enclosures

cc: Edward M. Luria, Esq.

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SURFACE TRANSPORTATION BOARD

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***MEMORANDUM OF LEASE AGREEMENT***

***BETWEEN***

***GREENBRIER LEASING COMPANY LLC,  
formerly known as Greenbrier Leasing Corporation ("LESSOR")***

***AND***

***HUDSON BAYLOR CORPORATION ("LESSEE")***

***MARCH 23, 2005***

***SCHEDULE NO. 2***

***JANUARY 7, 2011***

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Memorandum of Schedule No. 2 dated as of January 7, 2011 to a Lease Agreement made and entered into as of March 23, 2005 by and between Greenbrier Leasing Company LLC, an Oregon limited liability company, formerly known as Greenbrier Leasing Corporation ("Lessor") and Hudson Baylor Corporation, a New York corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor fifteen (15) 4,750 c.f. covered hopper railcars, bearing marks and numbers as set forth in the attached Rail Equipment List.
2. Schedule No. 2 to the Lease Agreement shall be effective as of the date set forth above and shall be subject to the lease term, as described in the Lease Agreement and Schedule No. 2, as each may be amended from time to time.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective officers as of the date and year first above written.

LESSOR:

GREENBRIER LEASING COMPANY LLC

BY: \_\_\_\_\_

NAME: \_\_\_\_\_

TITLE: \_\_\_\_\_

  
J. T. Sharp

President

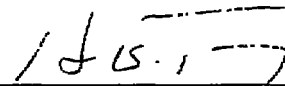
LESSEE:

HUDSON BAYLOR CORPORATION

BY: \_\_\_\_\_

NAME: \_\_\_\_\_

TITLE: \_\_\_\_\_



Daniel S. Tenney

Pres.

STATE OF OREGON

COUNTY OF CLACKAMAS

)  
) ss.  
)

On this 26<sup>th</sup> day of October, 2011, before me personally appeared James T. Sharp, to me personally known, who being by me duly sworn, says that s/he is the President of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said company, and s/he acknowledged that the execution of the said instrument was ~~her~~ his free act and deed.



Sheri Clarke Grether  
NOTARY PUBLIC  
My commission expires: November 8, 2013

STATE OF New York

COUNTY OF Orange

)  
) ss.  
)

On this 21st day of October, 2011, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, says that s/he is the \_\_\_\_\_ of Hudson Baylor Corporation and that the foregoing instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.

ELAYNE S. ROSEN  
ID# 01R06123259  
NOTARY PUBLIC, STATE OF NEW YORK  
RESIDING AND APPOINTED IN ORANGE COUNTY  
COMMISSION EXPIRES MARCH 7, 2013

Elayne S. Rosen  
NOTARY PUBLIC  
My commission expires: March 7, 2013

#### RAIL EQUIPMENT LIST

Mark	Number
AOK	181357
AOK	181394
AOK	181491
AOK	181500
AOK	181526
AOK	181558
AOK	181564
AOK	181601
AOK	181603
AOK	181662
AOK	181774
AOK	181923
AOK	181980
AOK	182018
AOK	182028